

06-02-1999

Form PTO-1594

6-93

5.25.99

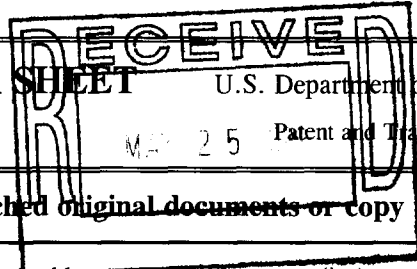


101054679

COVER SHEET

U.S. Department of Commerce

Patent and Trademark Office



To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy hereof.

1. Name of conveying party(ies):

Epicenter Communications, Inc.

- Individual(s)
- General Partnership
- Limited Partnership
- Other: _____
- Corporation-CA
- Association

Additional name(s) of conveying party(ies) attached?
Yes No

2. Name and address of receiving party(ies):

eToys Inc.

Street Address:

3100 Ocean Park Boulevard, Suite 300

City / State:

Santa Monica, California 90405

- Individual(s)
- General Partnership
- Limited Partnership
- Other: _____
- Corporation-DE
- Association

If Assignee is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be separate document from Assignment.)

Additional name(s) of conveying party(ies) attached?
Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Other: _____
- Security Agreement
- Change of Name

Execution Date: May 12, 1999

4. Trademark Application Number(s) or Registration Number(s):

A. Trademark Application No.(s)

75/617,754; 75/639,522; 75/617,753

B. Registration No.(s)

2,101,059; 2,076,596

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:

Name: **Mary Cohen, Legal Assistant**
 Address: **Irell & Manella LLP**
1800 Avenue of the Stars
Suite 900
 City: **Los Angeles**
 State: **CA**
 Zip: **90067**

6. Total no. of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed
- Authorized to charge to deposit account

8. Deposit account number: **09-0946**

DO NOT USE THIS SPACE

9. **Statement and signature:** To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

05/26/1999 VBROWN 00000141 090946 75617754

01 FC:481
02 FC:482

40.00 CH
100.00 CH

Mary E. Cohen
Name of person signing

Signature

May 24, 1999
Date

Total number pages including cover sheet, attachments, and documents: 3

TRADEMARK REGISTRATION AND APPLICATION ASSIGNMENT

This TRADEMARK REGISTRATION AND APPLICATION ASSIGNMENT (this "Assignment") is entered into by Epicenter Communications, Inc., with offices located at 180 Harbor Drive, Suite 215, Sausalito, California 94965 ("Assignor"), as assignor, in favor of eToys Inc., a Delaware corporation with offices located at 3100 Ocean Park Blvd., Suite 300, Santa Monica, California 90405 ("Assignee"), as assignee, with reference to the following facts and circumstances:

Assignor is the proprietor of the following trademark applications and registrations in the United States (the "Trademarks"):

Trademark Application	Application No.	Filing Date
BABY.INFO	75/617,754	January 7, 1999
BABY.WEB	75/617,753	January 7, 1999
BABY.STORE	75/639,522	February 12, 1999

Trademark Registration	Registration No.	Issue Date
BABY.COM & Design	2,101,059	September 30, 1997
PREGNANCY.COM & Design	2,076,596	July 1, 1997

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Trademarks and related rights.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign and transfer unto Assignee all right, title and interest of Assignor in and to the Trademarks, including without limitation the Trademark registrations and applications identified above, together with the goodwill of the business symbolized by the marks, as well as its entire right, title and interest in and to all State registrations of the marks heretofore granted or applied for, any and all common law rights to the Trademarks in the United States and any state thereof, and any and all claims and demands it may have either at law or in equity arising out of any past infringements.

Assignor does hereby expressly agree that procedures be taken with the United States Patent and Trademark Office singly by Assignee to record the transfer of the Trademarks to Assignee.

In testimony whereof, Assignor has caused this Assignment to be executed by its officer(s) thereunto duly authorized.

Dated this 12th day of May, 1999.

EPICENTER COMMUNICATIONS, INC.

By: 

Name: Matthew Neythons, M.D.

Title: President